



ORRICK, HERRINGTON & SUTCLIFFE LLP  
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Roger Frankel  
(202) 339-8513  
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November 13, 2009

**VIA FEDERAL EXPRESS**

David Austern, Futures Representative for  
W.R. Grace & Co.  
c/o Claims Resolution Management Corp.  
3110 Fairview Park Drive, Suite 200  
Falls Church, VA 22042-0683

Re: Client No. 17367

Dear David:

Enclosed please find your copy of the monthly statement for services rendered by our firm for the period ended October 31, 2009. Please note this statement is for informational purposes only.

If you have any questions concerning this statement, please feel free to give me a call.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Roger Frankel".

Roger Frankel

RF/par  
Enclosure



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David Austern, Futures Claims Representative for  
W.R. Grace & Co.  
c/o Claims Resolution Management Corp.  
3110 Fairview Park Drive, Suite 200  
Falls Church, VA 22042

November 13, 2009  
Client No. 17367  
Invoice No. 1220044

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through October 31, 2009 in connection  
with the matters described on the attached pages:

\$ 414,353.25

DISBURSEMENTS as per attached pages:

19,331.24

**TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):**

\$ 433,684.49

Matter(s): 17367/10, 11, 12, 13, 15, 7, 8

### DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$1,516,313.25

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,  
please reference your **INVOICE** and **CLIENT** numbers on your remittance.  
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

### REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

**REMITTANCE ADDRESS:**  
Orrick, Herrington & Sutcliffe LLP  
4253 Collections Center Drive  
Chicago, IL 60693  
Reference: 17367/ Invoice: 1220044  
E.I.N. 94-2952627  
Overnight deliveries: (312) 974-1642

**ELECTRONIC FUNDS TRANSFERS:**  
**Wire Transfers Only:**  
ABA Number 0260-0959-3  
Bank of America  
100 West 33rd Street, NY, NY 10001  
Account of  
Orrick, Herrington & Sutcliffe LLP  
Account Number: 1499410382  
Reference: 17367/ Invoice: 1220044  
E.I.N. 94-2952627

**ELECTRONIC FUNDS TRANSFERS:**  
**ACH Transfers Only:**  
ABA Number 121-000358  
Bank of America  
San Francisco Main Branch  
Account of  
Orrick, Herrington & Sutcliffe LLP  
Account Number: 1499410382  
Reference: 17367/ Invoice: 1220044  
E.I.N. 94-2952627



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 Falls Church, VA 22042

November 13, 2009  
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Orrick Contact: Roger Frankel

For Legal Services Rendered Through October 31, 2009 in Connection With:

**Matter: 7 - Insurance Matters**

10/01/09	D. Felder	Review insurer settlement agreement and provide comments to P. Mahaley regarding same.	1.00
10/01/09	P. Mahaley	Draft insurance settlement documents (1.3); communicate with insurers re settlement documents (.6); communicate with Plan Proponents re insurance settlement terms (.5).	2.40
10/05/09	P. Mahaley	Review and analyze proposed insurance settlement documents (1.2); analyze insurance settlement proposals (2.1); confer with R. Wyron re proposed terms of insurance settlements (1.3); review and analyze proposed Plan document changes re insurance issues (1.4); review insurance settlement agreements re effect of potential Plan changes (.6).	6.60
10/05/09	R. Wyron	Review e-mail re potential settlement (.4); confer with P. Mahaley re same (.3); review status of pending settlement (.3).	1.00
10/06/09	P. Mahaley	Attend OHS team meeting re insurance settlement and plan confirmation strategy (2.0); analyze discovery responses re insurance issues (1.0); analyze and revise draft settlement agreement with objectors re insurance issues (1.0); analyze proposed changes to insurance neutrality provisions of Plan and confer with Plan Proponents' counsel re same (1.7); confer with Plan Proponents' counsel re proposed insurance settlement terms (2.1); analyze proposed solution for potential objection to insurance settlement agreement (2.0).	9.80
10/07/09	P. Mahaley	Conduct settlement negotiations with insurer counsel (1.0); draft insurance settlement documents (2.5).	3.50
10/08/09	P. Mahaley	Draft revisions to insurance settlement agreements (2.0); conduct negotiations re draft approval order re insurance settlement to respond to objections (.3).	2.30
10/09/09	P. Mahaley	Conduct settlement negotiations with insurers (1.9); draft update of insurer settlement status (2.1).	4.00



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10/12/09	P. Mahaley	Prepare insurance-related materials for confirmation hearing (2.3); draft insurance settlement documents (2.5); communicate with counsel for insurer re settlement terms (.8).	5.60
10/13/09	P. Mahaley	Analyze Phase II confirmation trial testimony re insurance issues (3.5); conduct insurance settlement negotiations (2.0).	5.50
10/14/09	P. Mahaley	Draft insurance settlement documents (1.2); review recent insurance settlement developments and update status report (1.6).	2.80
10/15/09	P. Mahaley	Draft insurance settlement documents (1.5); conduct settlement negotiations with insurer representatives (2.6); draft summary of insurance settlement negotiations for Plan Proponents' counsel (1.5).	5.60
10/16/09	P. Mahaley	Negotiations with Plan Proponents' counsel re insurance settlement terms (1.0); draft insurance settlement documents (3.4).	4.40
10/19/09	P. Mahaley	Revise draft insurance settlement agreement (3.8); update insurance settlement status report (.3).	4.10
10/20/09	P. Mahaley	Prepare for and participate in OHS team meeting re insurance settlement strategy (2.0); review and analyze filings re insolvent insurance claims (2.1); confer with R. Wyron re insurance settlement terms and follow up on action items re same (2.0); draft revisions to insurance settlement agreement (2.0).	8.10
10/20/09	J. Guy	Attention to potential settlements.	0.80
10/21/09	P. Mahaley	Conduct insurance settlement negotiations (.7); draft insurance settlement documents (5.4).	6.10
10/22/09	P. Mahaley	Draft insurance settlement documents.	3.90
10/26/09	P. Mahaley	Follow up on all outstanding action items re insurance settlement negotiations (1.7); draft summaries re current status of insurance settlement negotiations (3.1); review drafts of sections of Plan Proponents' post-trial brief re insurance issues (2.9); review and analyze proposed changes to insurer settlement agreement (.8).	8.50
10/27/09	P. Mahaley	Prepare for and participate in OHS team meeting re insurance settlement strategy (1.3); confer with various insurance company counsel re settlement terms (1.9); review and revise drafts of Plan Proponents' post-trial brief re insurance issues (.4); draft insurance settlement documents (4.7).	8.30
10/28/09	P. Mahaley	Draft insurance settlement documents.	7.60
10/29/09	P. Mahaley	Draft insurance settlement documents.	9.30
10/30/09	P. Mahaley	Confer with R. Wyron re insurance settlement agreement terms (1.0); draft insurance settlement agreements (2.3).	3.30



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.00	590.00	590.00
Jonathan P. Guy	0.80	755.00	604.00
Peri N. Mahaley	111.70	605.00	67,578.50
Richard H. Wyron	1.00	815.00	815.00
Total All Timekeepers	114.50	\$607.75	\$69,587.50

<b>Disbursements</b>			
Document Reproduction		12.20	
Local Taxi Expense		58.00	
Out of Town Business Meals		74.59	
Parking Expense		45.00	
Telephone		0.72	
Travel Expense, Air Fare		489.21	
Travel Expense, Out of Town		396.72	
Westlaw Research		252.00	
<b>Total Disbursements</b>			<b>\$1,328.44</b>

**Total For This Matter** **\$70,915.94**



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For Legal Services Rendered Through October 31, 2009 in Connection With:

**Matter: 8 - Litigation**

10/01/09	D. Fullem	Review e-mail from/confer with J. Burke regarding research issues (.2); research same (.3); e-mail to J. Burke re same (.2); review follow-up e-mail from J. Burke (.1).	0.80
10/01/09	J. Burke	Review appellate decision for impact on confirmation proceedings.	0.30
10/01/09	D. Felder	E-mail correspondence with P. Mahaley and T. Cobb regarding Scotts settlement agreement and review same (.8); e-mail correspondence with R. Wyron, P. Mahaley and J. Baer regarding Edwards settlement (.7).	1.50
10/01/09	K. Orr	Office conference with J. Guy regarding deposition designations and post-trial brief (.2); review pending deposition designations and various e-mails regarding exhibit list (.3); review and analyze docket entries (.1).	0.60
10/01/09	J. Guy	Attention to exhibits and stipulations regarding same.	0.80
10/01/09	J. Guy	Attention to post-trial briefing issues.	1.20
10/01/09	R. Frankel	Prepare notes, chart re interplay of Libby, BNSF, Montana and insurers re settlement discussions.	1.10
10/01/09	R. Frankel	Review corporate history chart from P. Mahaley.	0.50
10/01/09	R. Frankel	Review Arrowood objection to Spear offer of proof by Libby.	0.40
10/01/09	R. Frankel	Review chart of deposition designations, objections and responses (1.0); e-mails re same (.2).	1.20
10/01/09	R. Frankel	Telephone conference with J. Guy re settlement issues.	0.30
10/01/09	R. Frankel	Review Scotts settlement agreement.	0.50
10/02/09	S. Cruzado	Review recent filings.	2.00
10/02/09	D. Fullem	Review e-mail from J. Burke regarding research on confirmation issue.	0.10
10/02/09	D. Fullem	Review notice of matters scheduled for hearing on Oct 7.	0.10
10/02/09	D. Fullem	Research confirmation issues for J. Burke; e-mail to J. Burke re same.	0.50
10/02/09	J. Burke	Research regarding plan confirmation issues (4.7); confer with D. Felder regarding plan confirmation issues (.9).	5.60
10/02/09	D. Felder	Review and analyze District Court opinion regarding PD claims and note issues (1.5); conference with J. Burke regarding confirmation issues (1.0); review analysis and consider case law regarding same (2.0); review October 7 hearing agenda and e-mail to team regarding same (.1).	4.60



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10/02/09	K. Orr	Various e-mails to/from counsel for Plan Proponents regarding exhibits, stipulations and deposition designations.	0.20
10/02/09	J. Guy	Attention to post-trial briefing issues.	0.40
10/02/09	J. Guy	Attention to exhibits and stipulations.	0.70
10/02/09	J. Guy	Attention to next steps.	0.80
10/02/09	R. Frankel	Review exhibit of stipulated designations from Ordway deposition.	0.60
10/02/09	R. Frankel	Review Anderson Memorial response to Debtors' motion in limine.	0.50
10/02/09	R. Frankel	Review J. Baer e-mail re meet and confer, and index of exhibits.	0.80
10/03/09	R. Wyron	Review e-mails on open issues regarding exhibits, trial brief and pending settlements and respond.	1.30
10/04/09	J. Burke	Research regarding plan confirmation issue.	1.40
10/05/09	S. Cruzado	Review pleadings (3.0); conference re same (.5).	3.50
10/05/09	J. Burke	Draft outline of oral presentation regarding plan confirmation issue.	3.90
10/05/09	D. Felder	Review e-mail correspondence regarding Edwards settlement agreement (.2); review agreement regarding same (.4); e-mail correspondence with J. Burke regarding confirmation issues and review research regarding same (1.0).	1.60
10/05/09	K. Orr	Review and analyze docket entries (.1); prepare agenda for internal meeting (.1); various e-mails to/from counsel for Plan Proponents regarding exhibit list, stipulations and deposition designations (.3); review draft stipulations and designations (.5); phone conference with counsel for Plan Proponents regarding exhibits, stipulations and deposition designations (1.8); meet and confer regarding same (1.5); office conference with S. Cruzado regarding trial materials (.2).	4.50
10/05/09	J. Guy	Telephone call with Plan Proponents regarding exhibits and other issues (separate occasions).	2.50
10/05/09	J. Guy	Prepare for telephone calls with Plan Proponents.	0.80
10/05/09	J. Guy	Attention to post-trial briefing and related issues.	0.70
10/05/09	R. Wyron	Begin review of Edwards issues (.7); review e-mails on plan changes and follow-up (.6); revise Edwards agreement (1.2); call with T. Freedman re Edwards and Kaneb objection, and follow-up (.4); confer with R. Frankel re strategy and follow-up (.6); call with M. Plevin re FFIC issues and follow-up (.4); review plan amendments and follow-up (.9); work on brief outline and follow-up (1.2).	6.00
10/05/09	R. Frankel	Review, consider agenda for internal meeting (.3); review draft October 13, 14 agenda (.3).	0.60



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10/05/09	R. Frankel	Confer with R. Wyron re status of various settlements.	0.40
10/05/09	R. Frankel	Telephone conference with E. Inselbuch re settlement (.3); confer with R. Wyron re Libby, Kaneb issues, October 13, 14 hearings (.5).	0.80
10/05/09	R. Frankel	Review file for open plan issues, settlements in progress.	1.30
10/05/09	R. Frankel	Review draft insurance neutrality language from insurers.	0.60
10/05/09	R. Frankel	Review revised Edwards settlement agreement from D. Parsons.	0.70
10/05/09	R. Frankel	Review settlement issues with Zurich.	0.30
10/06/09	D. Fullem	Review notice of matters scheduled for hearing on 10/13.	0.20
10/06/09	J. Burke	Revise outline of oral presentation regarding plan confirmation issue (.4); attend confirmation strategy meeting with internal team (1.7); review plan objections and e-mail R. Frankel and R. Wyron (1.1).	3.20
10/06/09	D. Felder	Review District Court opinion regarding PD issues and note issues regarding same (.5); conference with litigation team regarding strategy and next steps and follow-up with R. Frankel and J. Burke regarding same (1.7); review and revise Edwards settlement agreement (.8); attention to e-mail correspondence regarding same (.5).	3.50
10/06/09	K. Orr	Prepare materials for internal meeting (.2); office conference with internal team regarding case status, confirmation hearing, exhibit issues, status of potential resolutions with objectors, status of insurance settlements (1.6); review and analyze docket entries (.1); various e-mails to/from internal team and counsel for Plan Proponents regarding exhibits, discovery responses and post-trial brief (.8); review and analyze discovery responses identified for admission (.3); office conference with R. Wyron and P. Mahaley regarding same (.6); phone conference with J. Guy and counsel for Plan Proponents regarding post-trial brief (.2); office conference with J. Guy regarding same (.1).	3.90
10/06/09	J. Guy	Meet with Grace team regarding confirmation.	0.60
10/06/09	J. Guy	Attention to various exhibit stipulations.	0.80
10/06/09	J. Guy	Attention to post-trial briefing.	0.80
10/06/09	J. Guy	Analyze pending settlements.	0.30
10/06/09	J. Guy	Work on deposition designation issues.	0.60



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10/06/09	R. Wyron	Review objections on remaining issues (.6); call with T. Freedman on Kaneb objection and follow-up (.4); confer with P. Mahaley on insurer and claimant settlements, and follow-up (.5); review and revise draft settlement agreement with claimants (1.8); work on remaining insurer strategy (.6); review e-mails and respond regarding neutrality issues (.3); confer with R. Frankel re strategy and follow-up e-mails (.5); call with ACC on potential insurer settlements and neutrality (2.2); organize notes for follow-up on settlements (.3).	7.20
10/06/09	R. Frankel	Confer with Grace team re various confirmation issues, status of settlements (1.3); notes re same (.3).	1.60
10/06/09	R. Frankel	Review proposed stipulation between Plan Proponents and bank group re exhibits, e-mails re same.	0.70
10/06/09	R. Frankel	Review objection, trial brief of Kaneb re confirmation issues.	0.90
10/06/09	R. Frankel	Review Phase II Master Evidentiary Outline from Kirkland.	1.20
10/06/09	R. Frankel	Review trial briefs in connection with best interest test, J. Burke memo.	0.70
10/06/09	R. Frankel	Confer with R. Wyron, P. Mahaley re call with P. Lockwood, R. Horkovich.	0.30
10/06/09	R. Frankel	Review file in preparation for internal meeting.	0.40
10/07/09	J. Burke	Review plan exhibits and e-mail R. Frankel (.4); participate in telephone conference with R. Frankel, R. Wyron and Debtors' counsel regarding plan development issue (1.0).	1.40
10/07/09	D. Felder	Review correspondence regarding Edwards settlement agreement.	0.30
10/07/09	K. Orr	Review and analyze docket (.1); various e-mails to/from counsel for Plan Proponents regarding final exhibits and deposition designations (.3).	0.40
10/07/09	M. Wallace	Meet with R. Frankel and R. Wyron regarding Libby settlement term sheet and issues therein.	0.80
10/07/09	M. Wallace	Begin running examples of Libby claimant pay back provisions.	0.30
10/07/09	M. Wallace	Review correspondence regarding settlement with the Libby claimants.	0.40
10/07/09	M. Wallace	Review term sheet for settlement with the Libby claimants, noting issues in same.	3.00
10/07/09	J. Guy	Attention to various stipulations.	0.60
10/07/09	J. Guy	Prepare for confirmation hearing.	0.70



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10/07/09	R. Wyron	Review e-mails on designations and neutrality, and respond (.3); follow-up with R. Millner re General (.2); review open item list for follow-up (.6); revise Edwards draft language (.3); calls with T. Freedman re open issues and follow-up (.4); call with P. Lockwood re open issues and follow-up (.3); review neutrality status and revised language (.4); call with Debtors re confirmation issues and follow-up (.8); review draft claimant term sheet (.7); confer with R. Frankel and M. Wallace re potential claimant settlement, and follow-up (.9).	4.90
10/07/09	R. Frankel	Review briefs, exhibits re best interest test.	0.80
10/07/09	R. Frankel	Review e-mails, Libby term sheet from D. Cohen.	1.60
10/07/09	R. Frankel	Telephone conference with T. Freedman, E. Liebenstein re confirmation issues (.7); review with R. Wyron, J. Burke (.4).	1.10
10/07/09	R. Frankel	Attend telephonic hearing re Speights discovery, in limine issues.	1.70
10/07/09	R. Frankel	Confer with M. Wallace, R. Wyron to review Libby issues.	1.30
10/08/09	S. Cruzado	Review pleadings.	2.00
10/08/09	D. Fullem	Review follow-up e-mail from J. Burke regarding confirmation issue.	0.10
10/08/09	D. Felder	Telephone conference with J. Radecki regarding confirmation issues (.2); e-mail correspondence regarding same (.1).	0.30
10/08/09	K. Orr	Attention to trial materials and exhibit list; review and analyze docket.	0.30
10/08/09	M. Wallace	Discuss issues in CNA settlement concept with R. Frankel.	0.10
10/08/09	M. Wallace	Continue running numeric examples of application of term sheet provisions regarding Libby settlement.	0.30
10/08/09	M. Wallace	Review ACC comments to Libby settlement term sheet and consider drafting implications.	0.80
10/08/09	M. Wallace	Draft comments to Libby settlement term sheet.	4.60
10/08/09	M. Wallace	Meeting with R. Frankel regarding E. Inselbuch comments to term sheet.	0.40
10/08/09	J. Guy	Telephone call with interested parties regarding potential settlement.	0.40
10/08/09	J. Guy	Attention to stipulations.	0.30
10/08/09	J. Guy	Prepare for confirmation hearing.	0.30



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10/08/09	R. Wyron	Review e-mails re Edwards and respond (.4); review insurance settlement and Kaneb issue and follow-up (.8); call with P. Mahaley re open issues and e-mails re same (.7); work on hearing outline (.6); review settlement status and e-mails re same (.4); review insurer stipulation and provide comments (.6); review FFIC issues and respond to e-mail re same (.4); work on claimants' term sheet (1.3).	5.20
10/08/09	R. Frankel	Review Libby term sheet, e-mail re D. Cohn (1.8); confer with M. Wallace re same (.5).	2.30
10/08/09	R. Frankel	Review insurer proposed settlement language, including draft stipulation.	0.90
10/09/09	S. Cruzado	Review pleadings (1.0); conference re same (.5).	1.50
10/09/09	D. Felder	Conference with R. Wyron regarding Edwards settlement agreement (.1); review same (.5); draft 9019 motion, proposed order and notice (1.0); telephone conference with J. Burke regarding PD opinion (.1); review same (.8).	2.50
10/09/09	M. Wallace	Review revised term sheet and note additional comments.	0.90
10/09/09	J. Guy	Prepare for confirmation hearing.	1.50
10/09/09	R. Wyron	Review e-mails re Edwards issues and respond (.2); consider Successor Claims issue, and call to P. Mahaley re same (.6); follow-up on FFIC (.2); call with T. Freedman on open issues and follow-up (.4); call with Edwards counsel and follow-up (.6); respond to e-mails on settlement status (.4); call with M. Giannotto re neutrality and follow-up (.7); follow-up on hearing preparation (.3).	3.40
10/09/09	R. Frankel	Telephone conference with D. Austern re status; review with R. Wyron.	0.30
10/09/09	R. Frankel	Review order of Judge Fitzgerald re discovery of M. Shelnitz, P. Zilly and H. LaForce.	0.80
10/09/09	R. Frankel	Review P. Zilly expert report as filed.	1.30
10/09/09	R. Frankel	Review agenda for October 13, 14; review order, e-mail re briefing, argument.	0.50
10/12/09	D. Fullem	Follow up on additional research as requested by J. Burke; e-mail to J. Burke regarding same.	0.50
10/12/09	J. Burke	Review pre-trial briefing and e-mail K. Orr (.7); confer with K. Orr and J. Guy regarding post-trial briefing (.2); case law research regarding plan confirmation issue (2.6); e-mail R. Wyron regarding research findings (.4).	3.90



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10/12/09	K. Orr	Review and analyze docket (.1); various e-mails to/from internal team and counsel for Plan Proponents regarding stipulations, post-trial CMO, trial preparation, and post-trial briefs (.7); review draft post-trial CMO (.1); review and analyze pre-trial brief and outline of post-trial brief (1.0); office conference with J. Guy and J. Burke regarding post-trial brief (.2).	2.10
10/12/09	J. Guy	Prepare for confirmation hearing.	4.00
10/12/09	R. Wyron	Call with P. Lockwood on neutrality issues, Wachovia and follow-up (.4); review e-mail from Wachovia and follow-up call to counsel (.5); organize materials for trial (.9); review proposed plan changes and provide comments to Debtors' counsel (.6); call with claimants' counsel re open issues (.3); call with P. Mahaley re status of open items and follow-up (.3).	3.00
10/12/09	R. Frankel	Review M. Shelnitz answers; R. Finke proffer during travel to Pittsburgh.	0.90
10/13/09	J. Burke	Review bankruptcy court opinion and compare to appellate opinion (1.8); draft memorandum regarding appellate opinion (3.5).	5.30
10/13/09	D. Felder	Revise motion to approve Edwards settlement agreement, proposed order and notice (1.0); review motion to approve insurance settlement, proposed order, notice and settlement agreement (1.3); attention to PD appellate opinion and e-mails with J. Burke regarding same (.6).	2.90
10/13/09	K. Orr	Review and analyze document (.1); various e-mails to/from counsel for Plan Proponents regarding stipulations (.1).	0.20
10/13/09	M. Wallace	Review correspondence regarding revised term sheet.	0.10
10/13/09	M. Wallace	Review revised term sheet, including running numeric examples and comparison to comments to term sheet.	0.60
10/13/09	M. Wallace	Review memo regarding disincentives to Libby claimants.	0.20
10/13/09	J. Guy	Attend trial.	6.00
10/13/09	J. Guy	Meetings with Plan Proponents and counsel for interested parties and Orrick team.	1.50
10/13/09	J. Guy	Prepare for trial on October 14.	1.00
10/13/09	R. Wyron	Confer with R. Frankel re strategy (.3); confer with ACC and Debtors re status and open issues, and follow-up for update to Court (.6); review best interest demonstratives (.4); attend hearing for best interest testimony (4.9); follow-up with counsel for insurers, Libby and others on settlement status and e-mails re same (1.1).	7.30
10/13/09	R. Frankel	Review changes to filed plan and plan documents.	0.90
10/13/09	R. Frankel	Attend confirmation hearing in Pittsburgh.	8.60



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10/13/09	R. Frankel	Review revised settlement proposal from Libby (preliminary).	0.80
10/14/09	J. Burke	Participate in Phase II confirmation hearing via telephone (1.2); e-mail J. Guy and K. Orr regarding confirmation hearing (.1).	1.30
10/14/09	D. Felder	Review memorandum from J. Burke regarding PD opinion and e-mail correspondence regarding same.	0.50
10/14/09	K. Orr	Review and analyze docket (.1); various e-mails to/from internal team regarding confirmation hearing (.2); telephonic participation in confirmation hearing (1.7).	2.00
10/14/09	M. Wallace	Consider process issues regarding resolution of term sheet issues, discuss same with R. Wyron.	0.20
10/14/09	J. Guy	Prepare for trial.	0.50
10/14/09	J. Guy	Attend trial.	3.50
10/14/09	J. Guy	Conference with Orrick team, Plan Proponents and interested parties.	1.50
10/14/09	R. Wyron	Review e-mails from insurer re settlement and respond (.4); review e-mail on Kaneb issues and confer with P. Mahaley (.3); listen to argument on Libby motions and follow-up (.8); review draft settlement with insurer and provide comments to P. Mahaley (.4).	1.90
10/14/09	R. Frankel	Review plan amendments, related issues.	0.70
10/14/09	R. Frankel	Attend final day of Phase II confirmation hearing in Pittsburgh.	4.60
10/14/09	R. Frankel	Prepare notes re open settlement issues in connection with certain parties.	0.90
10/15/09	J. Burke	Research regarding plan confirmation issue (.3); participate in telephone conference with Plan Proponents regarding post-trial briefing (.7); prepare post-trial brief assignment (1.7).	2.70
10/15/09	K. Orr	Review and analyze docket and update case calendar (.2); various e-mails to/from internal team and counsel for Plan Proponents regarding post-trial briefs and related matters (.6); phone conference with R. Frankel regarding post-trial materials (.1); review Plan changes (.3); office conference with J. Guy regarding case status, plan changes, and post-trial brief (.2); phone conference with Plan Proponents regarding post-trial brief (1.0); office conference with J. Burke regarding same (.2); review and analyze evidentiary outline for post-trial brief (.4).	3.00
10/15/09	J. Guy	Attention to post-trial briefing.	1.40



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10/15/09	R. Wyron	Review transcript on timing and plan solicitation from 10/14 hearing (.5); review e-mails on briefing and respond (.3); confer with P. Mahaley re proposed settlement and review e-mail re same (.4); review e-mails on Edwards issues (.3).	1.50
10/15/09	R. Frankel	Review issues re PD plan document changes.	0.70
10/15/09	R. Frankel	Telephone conference with R. Wyron re confirmation issues (.3); prepare notes re confirmation issues (.5).	0.80
10/15/09	R. Frankel	Review revised Libby term sheet, prepare notes re same.	1.80
10/16/09	D. Felder	Review correspondence from P. Mahaley regarding motion to approve Edwards settlement and revise same.	0.30
10/16/09	K. Orr	Review and analyze docket entries.	0.10
10/16/09	M. Wallace	Correspond with R. Wyron regarding meeting on Libby settlement.	0.10
10/16/09	J. Guy	Attention to post-trial briefing.	1.20
10/16/09	R. Wyron	Review e-mails on status of pending settlements and respond (.4); review proposed Libby term sheet and outline issues (.7); review e-mails re surety settlement and follow-up (.4).	1.50
10/16/09	R. Frankel	Review, analyze Libby term sheet, memo from J. Heberling, T. Lewis, notes re same.	1.10
10/16/09	R. Frankel	Review proposed order re briefing, oral argument (.5); review transcript of end of last day of confirmation (.6).	1.10
10/18/09	J. Burke	Research regarding property damage issues.	2.00
10/18/09	R. Frankel	Review competing orders re post-confirmation briefing.	0.60
10/19/09	J. Burke	Confer with J. Guy and K. Orr regarding post-trial brief (.4); research regarding property damage issues (1.2).	1.60
10/19/09	K. Orr	Review and analyze docket entries and update case calendar (.2); review draft post-trial briefing order (.1); prepare agenda for internal meeting (.2); various e-mails to/from internal team and counsel for Plan Proponents regarding final exhibit lists, deposition designations, and post-trial briefs (1.0); office conference with J. Guy and J. Burke regarding post-trial brief (.3).	1.80
10/19/09	M. Wallace	Meet with R. Frankel and R. Wyron regarding Libby term sheet and deal issues.	1.00
10/19/09	M. Wallace	Prepare for meeting with R. Frankel and R. Wyron regarding Libby term sheet.	1.80
10/19/09	J. Guy	Conference with K. Orr and J. Burke regarding preparation of post-trial brief.	0.30
10/19/09	J. Guy	Review evidence in support of brief, findings and conclusions.	0.80
10/19/09	J. Guy	Telephone call with interested parties regarding potential for settlement.	0.20
10/19/09	J. Guy	Analyze remaining objections.	0.40
10/19/09	J. Guy	Strategize regarding global settlement issues.	0.30



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10/19/09	R. Wyron	Meet with D. Austern and H. Huge on implementation issues.	1.00
10/19/09	R. Wyron	Review agenda for 10/26 (.2); review e-mails re General motion and respond (.2); draft e-mail re FFIC extension of time to respond and follow-up (.4); review FFIC issues and outline open items (.4); review settlement status (.3); review agenda for 10/20 meeting (.3).	1.80
10/19/09	R. Frankel	Review PD Trust, PD TDP changes re solicitation issues.	0.90
10/19/09	R. Frankel	Confer with D. Austern, H. Huge re trust issues.	1.60
10/19/09	R. Frankel	Confer with M. Wallace, R. Wyron re Libby settlement issues (1.0); prepare notes re open issues (.3).	1.30
10/19/09	R. Frankel	Telephone conference with E. Inselbuch re Libby issues (.4); confer with R. Wyron re same (.3); prepare notes re status (.4).	1.10
10/19/09	R. Frankel	Review J. Baer e-mails re Grace final deposition designations and re final admitted exhibits.	0.40
10/19/09	R. Frankel	Review, prepare notes re detailed outline of 524(g) issues to be briefed from Kirkland.	1.90
10/19/09	R. Frankel	Review agenda for 10/26 hearing.	0.30
10/20/09	J. Burke	Research regarding property damage issues (2.6); attend confirmation strategy meeting with OHS team (1.8).	4.40
10/20/09	D. Felder	Conference with litigation team regarding strategy and next steps (1.3); follow-up regarding research issues relating to confirmation (4.0); conference with R. Frankel regarding same (.3).	5.60
10/20/09	K. Orr	Prepare materials for internal meeting (.2); various e-mails regarding omnibus hearing agenda, post-trial briefs and confirmation hearing (.4); office conference with internal team regarding case status, omnibus hearing, status of objector and insurance settlements, and post-trial briefs (1.4); review transcript regarding Plan changes and e-mail same to internal team (.2).	2.20
10/20/09	M. Wallace	Meet with R. Frankel regarding results of discussion with E. Inselbuch regarding Libby term sheet.	0.10
10/20/09	M. Wallace	Review correspondence regarding calculation of numbers for options on pay back under Libby settlement.	0.10
10/20/09	M. Wallace	Begin drafting summary of Libby settlement for client review, including considering issues.	4.90
10/20/09	J. Guy	Orrick team meeting to discuss pending matters.	1.50
10/20/09	J. Guy	Attention to post-trial briefing.	0.80



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10/20/09	R. Wyron	Review open settlement items (.3); participate in team meeting on litigation issues and settlements (.9); work on Libby settlement issues (.6); review FFIC agreement and follow-up notes (.7); confer with P. Mahaley on changes to the FFIC agreement and calls re same (.9); follow-up on General's proof of claim (.3); follow-up on CNA issues (.3); call with FFIC counsel re settlement and extension, and follow-up (.4).	4.40
10/20/09	R. Frankel	Review agenda, prepare for internal team meeting.	0.60
10/20/09	R. Frankel	Confer with team re meeting on open issues, briefing, settlements (1.1); notes re same (.2).	1.30
10/20/09	R. Frankel	Review series of e-mails re hearing, settlements, exhibit lists (admitted and not-admitted).	0.90
10/20/09	R. Frankel	Confer with D. Felder re best interests issues, other confirmation issues.	0.50
10/20/09	R. Frankel	Read transcript of October 14 hearing, closing.	1.60
10/21/09	D. Felder	Review e-mail correspondence regarding Edwards settlement agreement and motion to approve same (.2); review mark-up from Edwards' counsel regarding settlement agreement (.5); review and revise motion to approve settlement, proposed order and notice regarding same (.6); review settlement agreement (.7); e-mail correspondence with M. Hurford regarding trial demonstratives and review same (.6); review M. Peterson trial testimony (.5).	3.10
10/21/09	K. Orr	Review and analyze docket entries (.1); office conference with J. Guy regarding omnibus hearing and post-trial briefing (.1); various e-mails to/from internal team regarding evidentiary outline and legal memos (.2); review legal memos related to confirmation (.3).	0.70
10/21/09	M. Wallace	Continue drafting summary of Libby term sheet and related issues, including review and edit of same.	3.30
10/21/09	M. Wallace	Correspond with OHS team regarding review of Libby term sheet summary.	0.10
10/21/09	J. Guy	Attention to post-trial brief issues.	1.50
10/21/09	R. Wyron	Work on FFIC issues (.6); confer with P. Mahaley re FFIC and follow-up (.3); calls with Debtors' counsel re FFIC extension (.3); call with D. Bernick and M. Plevin and follow-up (.4); review Edwards draft settlement and provide comments (.3); call to J. Kimble on Libby issues (.2); review draft Libby settlement and organize comments (.7); review FFIC draft and provide comments (.8).	3.60
10/21/09	R. Frankel	Review list of plan procedure exhibits to be moved for admission.	0.70
10/21/09	R. Frankel	Review demonstratives from trial, issues re best interest test.	0.60



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10/21/09	R. Frankel	Review memo to D. Austern re Libby settlements.	1.80
10/22/09	D. Fullem	Review e-mail from J. Burke regarding summary judgment motions on PD claims; review of Grace docket for Orders by the Court; e-mail summary to J. Burke.	1.00
10/22/09	D. Fullem	Review e-mail from R. Frankel; research press release on 3Q09 results; e-mail to R. Frankel and R. Wyron.	0.50
10/22/09	J. Burke	Draft memorandum regarding appellate opinion.	1.90
10/22/09	D. Felder	Begin review of trial testimony regarding various confirmation issues.	3.50
10/22/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding meet and confer (.1); phone conference with J. Burke regarding post-trial brief (.2); review docket (.1).	0.40
10/22/09	M. Wallace	Discuss implications of settlement formula with R. Wyron.	0.10
10/22/09	M. Wallace	Telephone call with R. Frankel regarding comments to summary of Libby settlement.	0.10
10/22/09	M. Wallace	Update summary of Libby settlement for comments.	0.50
10/22/09	M. Wallace	Conference call regarding calculation of results of options on Libby settlement.	0.60
10/22/09	R. Wyron	Review FFIC agreement and provide comments (.8); review Edwards comments (.2); review e-mails re briefing and respond (.3); review draft brief sections (.9); call with J. Kimble on Libby analysis and follow-up (.9); organize notes for Libby call (.4).	3.50
10/22/09	R. Frankel	Review K&E draft brief on successor injunction.	1.30
10/22/09	R. Frankel	Review Bank Lender opposition to exclude Frezza testimony, exhibits.	1.20
10/22/09	R. Frankel	Review revised summary of Libby issues.	0.50
10/22/09	R. Frankel	Review Libby summary memo; telephone conference with M. Wallace re same.	0.60
10/22/09	R. Frankel	Review quarterly earnings results; review revised Edwards settlement agreement.	0.90
10/23/09	J. Burke	Revise memorandum regarding appellate opinion.	3.60



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10/23/09	D. Felder	Review and revise Edwards settlement agreement and review e-mail correspondence regarding same (1.0); review post-trial procedure order and e-mail correspondence from J. Baer regarding same in preparation for conference call (1.2); review Debtors' motion for order approving stipulation with Austin Quality Foods and Debtors' motion for order approving stipulation with NJ DEP (1.0); telephone conference with Debtors and objectors regarding final exhibit list protocol (.5); follow-up e-mail correspondence regarding same (.4); review issues regarding Edwards bond and settlement agreement and e-mail correspondence regarding same (3.1); telephone conference with D. Parsons regarding same (.2); follow-up regarding same (.6).	8.00
10/23/09	K. Orr	Review docket (.1); e-mails to/from internal team regarding status of final exhibit list and post-trial brief (.1).	0.20
10/23/09	J. Guy	Attention to post-trial briefing.	1.50
10/23/09	R. Wyron	Follow-up on Edwards issues with D. Felder, and review and respond to e-mails re same (.7); consider issues on FFIC settlement and follow-up (.8); review amended agenda (.3); review draft brief sections (1.8).	3.60
10/23/09	R. Frankel	Review C&D draft brief re Libby issues.	1.90
10/23/09	R. Frankel	Review detailed outline of good faith section of brief.	1.20
10/23/09	R. Frankel	Review draft brief section re 524(g) arguments.	1.60
10/23/09	R. Frankel	Review series of e-mails re evidentiary disputes, COC and proposed orders.	0.40
10/23/09	R. Frankel	Review Not Admitted Trial Exhibit List from K&E.	0.60
10/23/09	R. Frankel	Telephone conference with J. Aldock re CNA issues; draft e-mail memo re same.	0.80
10/24/09	R. Frankel	Review files re confirmation.	0.60
10/25/09	J. Burke	Draft outline of post-trial brief section.	7.10
10/25/09	R. Wyron	Organize materials for hearing (.3); organize notes for Libby discussion (.6); review e-mail re FFIC and draft response (.4).	1.30
10/26/09	J. Cutler	Review case materials relevant to post-trial brief section on Indirect Asbestos PI Claims (4.0); draft legal standard section of brief on evaluating objections of indirect claimants (2.2).	6.20
10/26/09	D. Felder	Review PD appeal opinion and revise memorandum regarding same (2.0); research confirmation issue and memorandum regarding same (4.7).	6.70



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10/26/09	K. Orr	Review and edit outline for post-trial brief insert and prepare post-trial brief insert (2.6); office conferences with J. Guy and J. Cutler regarding same (.8); review various drafts of post-trial brief inserts (1.0); prepare agenda for internal team meeting (.1); review docket (.1); various e-mails to/from internal team and counsel for Plan Proponents regarding post-trial briefs (.3).	4.90
10/26/09	J. Guy	Attention to post-trial briefing, including Class 6/9 issues.	3.00
10/26/09	R. Wyron	Attend Omnibus hearing on lender issues and follow-up (1.8); confer with Debtors' counsel on open issues (.6); review comments on Edwards draft and follow-up (.3); review draft brief sections (.8); call with Wachovia counsel and follow-up (.4).	3.90
10/26/09	R. Frankel	Review amended agenda (.3); attend by telephone omnibus hearing (1.6).	1.90
10/26/09	R. Frankel	Review detailed outline re successor claims injunction.	1.30
10/26/09	R. Frankel	Review detailed outline for insurance injunction under Section 105.	1.10
10/27/09	J. Burke	Attend confirmation strategy meeting with internal team (.7); draft insert for post-trial brief (4.6).	5.30
10/27/09	J. Cutler	Attend team meeting by telephone (1.0); continue to review portions of record relevant to Indirect Asbestos PI Claims (5.0).	6.00
10/27/09	D. Felder	Revise memorandum from J. Burke regarding confirmation issues (1.5); conference with litigation team regarding next steps and strategy (.9); conference with R. Wyron regarding Edwards settlement agreement and protocol (.1); revise Edwards settlement agreement and Fireman's Fund settlement agreement and draft protocol regarding same (4.0); review e-mail correspondence regarding same (1.0); e-mail correspondence with R. Wyron and P. Mahaley regarding same (.5).	8.00
10/27/09	K. Orr	Prepare materials for internal meeting (.1); office conference with internal team regarding post-trial briefs, status of objector settlements, and status of insurance settlements (.8); various office conferences with J. Guy and J. Burke regarding post-trial briefs (.6); review and analyze docket and update case calendar (.2); review various post-trial brief inserts and attention to preparation of post-trial brief insert (3.0).	4.70
10/27/09	M. Wallace	Review correspondence with D. Cohn regarding term sheet provisions.	0.10
10/27/09	M. Wallace	Telephone call with R. Wyron regarding Libby markup.	0.10
10/27/09	M. Wallace	Review spreadsheet calculations for Libby deal.	0.90



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10/27/09	J. Guy	Team meeting and meetings with Orrick counsel regarding pending matters.	1.00
10/27/09	J. Guy	Attention to post-trial briefing - separate issues.	1.80
10/27/09	R. Wyron	Meet with litigation team re strategy (.9); review status of insurance settlements and follow-up (.8); review FFIC issues (.7); work on Libby issues with settlement agent (.8); review Tillinghast materials (.6); review neutrality issues (.3); review draft brief sections (.8); review issues on Zurich agreement (.6).	5.50
10/27/09	R. Frankel	Telephone conference for internal team meeting re confirmation and settlement issues (.7); notes re same (.3).	1.00
10/27/09	R. Frankel	Review draft brief portions from K&E re feasibility (.6); best interests test (.9), additional requirements for confirmation (.4).	1.90
10/27/09	R. Frankel	Review draft brief portion from K&E re 524(g) issues (.9); mark up changes from counsel for S/A and Fresenius (.4).	1.30
10/27/09	R. Frankel	Review materials in preparation for internal meeting.	0.40
10/28/09	J. Burke	Draft insert for post-trial brief.	6.20
10/28/09	J. Cutler	Draft and revise additional sections of brief relating to Indirect Asbestos PI Claims.	5.40
10/28/09	D. Felder	Review draft post-trial briefs from Debtors (1.0); review comments from P. Mahaley regarding Edwards protocol and e-mail correspondence regarding same (.5); telephone conference with T. Freedman and follow-up regarding same (.3).	1.80
10/28/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding post-trial briefs (.4); various phone conferences with J. Cutler and J. Burke regarding post-trial brief insert (.3); review/edit various drafts of post-trial brief inserts (3.5).	4.20
10/28/09	M. Wallace	Review calculations for Libby settlement for drafting purposes.	0.80
10/28/09	J. Guy	Attention to plan confirmation issues.	0.40
10/28/09	J. Guy	Attention to settlement of insurance.	0.30
10/28/09	J. Guy	Attention to post-trial briefing, including classification issues.	4.00
10/28/09	R. Wyron	Review Edwards issues (.4); review FFIC agreement (.3); follow-up with P. Mahaley on open issues (.8); review briefs (1.1); call with M. Grannotto re neutrality and follow-up (.2).	2.80
10/28/09	R. Frankel	Review as filed lists of Trial Exhibits admitted and not admitted.	1.20
10/28/09	R. Frankel	Review Report re Libby treatments under settlement.	1.30
10/28/09	R. Frankel	Review series of e-mail re confirmation briefs, prepare notes re best interest brief.	0.80



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10/28/09	R. Frankel	Read 524(g) brief revised draft.	1.30
10/29/09	J. Burke	Revise draft insert for post-trial brief (.9); e-mail draft insert to Plan Proponents (.1).	1.00
10/29/09	K. Orr	Review and analyze docket (.1); various e-mails to/from internal team and counsel for Plan Proponents regarding post-trial brief (.2); review/edit various post-trial brief inserts (3.0).	3.30
10/29/09	M. Wallace	Review correspondence regarding insurance calculations.	0.10
10/29/09	J. Guy	Attention to various sections of post-trial brief.	1.50
10/29/09	R. Wyron	Review pending settlement agreements and organize comments (1.7); work on Wachovia issues (.3); work on protocol for bond release and follow-up (.8); call with D. Felder re Edwards issues and follow-up e-mails (.4); confer (multiple times) with P. Mahaley regarding FFIC, Zurich and other settlements, and follow-up e-mails re same (1.4); review Libby analysis and follow-up (.8); review draft brief (1.3).	6.70
10/29/09	R. Frankel	Review various drafts - best interests, successor claims injunction, 524(g).	2.30
10/29/09	R. Frankel	Review further drafts of briefs, including Orrick draft.	1.80
10/30/09	J. Burke	Revise draft section of post-trial brief (5.2); confer with J. Guy regarding revisions (.6).	5.80
10/30/09	D. Felder	Conference with R. Wyron regarding Edwards settlement (.1); revise memorandum regarding confirmation issues (2.4).	2.50
10/30/09	M. Wallace	Organize notes and prior comments to Libby term sheet; discuss status of same with R. Frankel and R. Wyron.	0.20
10/30/09	J. Guy	Work on post-trial briefs.	3.00
10/30/09	R. Wyron	Review CNA issues (.3); meet with CNA counsel and follow-up (1.7); review CNA analysis (.6); organize notes on pending settlements (.3); review briefing issues (.7); confer with P. Mahaley on open issues (.6); review and revise Edwards agreement, and confer with D. Felder (.4); follow-up with Wachovia counsel (.3).	4.90
10/30/09	R. Frankel	Review report/analysis re Libby - CNA issues.	0.80
10/30/09	R. Frankel	Confer with J. Aldock, M. Gianotto, R. Wyron re CNA issues (1.7); prepare notes re same (.5).	2.20
10/30/09	R. Frankel	Review further revised draft briefs.	0.60
10/30/09	R. Frankel	Review reports to evaluate Libby and CNA issues.	0.70
10/30/09	R. Frankel	Review spreadsheet re CNA (.4); confer with R. Wyron re Libby, CNA (.5).	0.90
10/31/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding post-trial brief.	0.10



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James W. Burke	67.90	360.00	24,444.00
Stephen C. Cruzado	9.00	230.00	2,070.00
Joshua M. Cutler	17.60	555.00	9,768.00
Debra Felder	57.20	590.00	33,748.00
Roger Frankel	102.40	945.00	96,768.00
Debra O. Fullem	3.80	255.00	969.00
Jonathan P. Guy	57.70	755.00	43,563.50
Kathleen Orr	39.80	620.00	24,676.00
Mary A. Wallace	27.60	650.00	17,940.00
Richard H. Wyron	86.20	815.00	70,253.00
Total All Timekeepers	469.20	\$690.96	\$324,199.50

#### Disbursements

Deposition/Transcript Expenses	29.09
Document Reproduction	113.10
Express Delivery	10.30
Local Taxi Expense	179.33
Other Business Meals	107.50
Out of Town Business Meals	395.21
Outside Services	2,777.84
Parking Expense	8.00
Postage	4.24
Telephone	125.48
Travel Expense, Air Fare	6,694.25
Travel Expense, Local	283.05
Travel Expense, Out of Town	1,321.44
Westlaw Research	2,091.75
Total Disbursements	\$14,140.58

**Total For This Matter** **\$338,340.08**



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**Matter: 10 - Retention of Professionals - Other**

10/01/09	D. Fullem	Review information from J. Radecki regarding Lincoln employment.	0.30
10/02/09	D. Fullem	Review and respond to e-mail from D. Felder regarding Lincoln application to employ; review application and deadlines for objections and filing of CNO.	0.50
		Total Hours	0.80
		Total For Services	\$204.00

<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Debra O. Fullem	0.80	255.00	204.00
Total All Timekeepers	0.80	\$255.00	\$204.00

Disbursements			
Express Delivery		76.62	
		Total Disbursements	\$76.62

<b>Total For This Matter</b>	<b>\$280.62</b>
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For Legal Services Rendered Through October 31, 2009 in Connection With:

**Matter: 11 - Compensation of Professionals - Other**

10/01/09	D. Fullem	Review e-mail from J. Radecki regarding August fee application of Tre Angeli; review files; follow-up e-mail to J. Radecki regarding same.	0.30
10/01/09	D. Fullem	Review Tillinghast's July and August monthly fee applications; e-mail to K. Boeger at Tillinghast regarding same and status of filing.	0.50
10/01/09	D. Fullem	Prepare Notices of filing of August fee applications for Piper Jaffray and Tre Angeli (.5); organize/finalize entire filings (.3); e-mail to D. Felder for review/approval/signature (.2).	1.00
10/01/09	D. Fullem	Prepare CNOs for Piper Jaffray and Tre Angeli regarding July fee applications; e-mail to D. Felder for review.	0.50
10/01/09	D. Fullem	Confer with D. Felder regarding CIBC's withdraw of employment in Grace case; review docket; e-mail to D. Felder regarding same.	0.50
10/01/09	D. Felder	E-mail correspondence with D. Fullem regarding fee applications and CNOs.	0.20
10/02/09	D. Fullem	Review and respond to e-mail from D. Austern regarding September invoice.	0.20
10/02/09	D. Fullem	Coordinate finalizing, filing, and serving of August fee applications for Piper Jaffray and Tre Angeli.	1.20
10/02/09	D. Fullem	Prepare CNOs for Tre Angeli and Piper Jaffray July fee applications.	0.60
10/02/09	D. Fullem	Coordinate filing, serving of CNOs for Tre Angeli and Piper Jaffray July fee applications.	0.40
10/02/09	D. Fullem	E-mails to and from D. Felder regarding filings.	0.20
10/02/09	D. Felder	Review CNOs for PJC, Tre Angeli and e-mail correspondence with D. Fullem regarding same (.2); review notices of filing for PJC and Tre Angeli fee applications (.1).	0.30
10/08/09	D. Fullem	Prepare CNOs for D. Austern's June, July and August fee applications.	0.80
10/08/09	D. Fullem	Research and assemble quarterly fee applications for Tre Angeli, Tillinghast for April-Jun 09 time period.	0.40
10/08/09	D. Fullem	Review originals of July and August fee applications sent by Tillinghast.	0.20
10/08/09	D. Fullem	Coordinate finalizing, filing and serving of Tillinghast July and August monthly and Eighteenth quarterly (Apr-Jun 09).	1.00



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10/08/09	D. Fullem	Coordinate finalizing, filing and serving of Tre Angeli's Sixth Quarterly fee application (Apr-Jun 09).	0.50
10/09/09	D. Fullem	Prepare CNOs for D. Austern's June, July and August fee applications (.6); forward to D. Felder for review/signature (.2); coordinate filing and serving of same (.4).	1.20
10/09/09	D. Felder	Review notices of filing of fee applications and CNOs for FCR's professionals and conferences with D. Fullem regarding same.	0.30
10/12/09	D. Fullem	Review and respond to e-mail from D. Davis at Piper regarding status of filing June CNO.	0.20
10/12/09	D. Fullem	Prepare CNO for Piper June fee application; e-mail to D. Felder and C. Hartman regarding same.	0.50
10/12/09	D. Fullem	Review and research docket; prepare e-mail to follow up with C. LaRuffa and J. Radecki regarding status of Tre Angeli June fee application.	0.60
10/13/09	D. Fullem	Finalize, coordinate filing and service of CNO for Piper Jaffray June fee application; e-mail to D. Davis at Piper regarding same.	0.40
10/13/09	D. Fullem	Finalize, coordinate filing and service of Tre Angeli's June monthly fee application.	0.70
10/13/09	D. Felder	Review CNOs and notice of filing and conference with D. Fullem regarding same.	0.20
10/22/09	D. Fullem	Prepare CNOs for Piper Jaffray and Tre Angeli's August fee statements; e-mail to D. Felder regarding same.	0.80
10/23/09	D. Fullem	Coordinate filing/serving of CNOs for Piper Jaffray and Tre Angeli re August fee apps.	0.60
10/23/09	D. Felder	Review CNOs for Piper Jaffray and Tre Angeli's August fee application.	0.10
10/29/09	D. Fullem	Review and respond to D. Davis at Piper regarding fee applications to be processed and provide sample of final fee application.	0.30
10/30/09	D. Fullem	Prepare CNO for Tillinghast August fee application; coordinate filing and serving of same.	0.40
10/30/09	D. Fullem	Prepare D. Austern's September fee application (.9); e-mail to D. Austern for review/comment (.1).	1.00
10/30/09	D. Felder	Review CNO for Tillinghast fee application.	0.10

Total Hours	16.20	
Total For Services		\$4,533.00

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	1.20	590.00	708.00
Debra O. Fullem	15.00	255.00	3,825.00



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Total All Timekeepers	16.20	\$279.81	\$4,533.00
<b>Disbursements</b>			
Document Reproduction		1,721.60	
Express Delivery		141.73	
Postage		1,828.09	
Total Disbursements			\$3,691.42
<b>Total For This Matter</b>			<b>\$8,224.42</b>



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**Matter: 12 - Retention of Professionals - Orrick**

10/06/09	D. Fullem	Review e-mail from R. Wyron regarding 2014 statement.	0.10
10/07/09	D. Fullem	Confer with R. Wyron regarding updates to be made in Grace; prepare notes.	0.30
10/07/09	D. Fullem	Review conflict lists in Grace and consider updates to be made thereto.	0.60
10/08/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding California Dept of General Services (.2); research same (.4); prepare e-mail to R. Wyron with information (.1); update search (.8); review report (.3); prepare draft supplemental disclosure (.5); discuss with R. Wyron (.2) e-mail draft of same to R. Wyron and R. Frankel for review and comment (.1).	1.80
10/08/09	R. Frankel	Review 12th Supplemental Declaration (.2); confer with R. Wyron (.4).	0.60
10/12/09	D. Fullem	Follow up on conflict list and status of report (.2); confer with R. Wyron (.1); e-mail to R. Wyron regarding report and summarize list of insurance companies (.7).	1.00

Total Hours	4.40	
Total For Services		\$1,536.00

<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Roger Frankel	0.60	945.00	567.00
Debra O. Fullem	3.80	255.00	969.00
<b>Total All Timekeepers</b>	<b>4.40</b>	<b>\$349.09</b>	<b>\$1,536.00</b>
			<b>\$1,536.00</b>
			<b>Total For This Matter</b>



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**Matter: 13 - Compensation of Professionals - Orrick**

10/01/09	D. Fullem	Prepare Certificate of No Objection regarding Orrick's June fee application; e-mail to D. Felder regarding review of same.	0.30
10/01/09	D. Fullem	Review draft of August fee application; provide comments to D. Spicuzza.	0.50
10/02/09	D. Fullem	Prepare CNO for Orrick July fee application.	0.20
10/02/09	D. Fullem	Coordinate filing and serving of CNO for Orrick's July fee application.	0.20
10/02/09	D. Fullem	E-mails to and from D. Felder regarding filings today.	0.20
10/02/09	D. Felder	Review Orrick's August fee application and e-mail correspondence with D. Spicuzza regarding same.	0.40
10/05/09	D. Fullem	Review and revise September prebill.	1.20
10/05/09	D. Fullem	Coordinate finalizing, filing and serving of Orrick August fee application.	0.60
10/05/09	D. Fullem	Review recent payment information; update spreadsheets and circulate.	0.40
10/05/09	R. Wyron	Review August monthly fee application for filing (.3); review Omni bill and related expenses (.2).	0.50
10/06/09	D. Fullem	Review Omni Hotel invoice; prepare chart of items and corresponding expense codes; discuss with M. Porco at GOC regarding processing of same; update R. Wyron.	0.50
10/06/09	D. Fullem	Review and respond to e-mail from D. Felder regarding questions on September prebill.	0.10
10/06/09	D. Fullem	Finish review and follow-up of September prebill.	1.00
10/06/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding Omni Hotel invoice to be processed.	0.20
10/06/09	D. Felder	Review September prebill.	2.20
10/07/09	J. Guy	Review Grace fee application.	0.60
10/07/09	R. Wyron	Review September prebill.	0.30
10/08/09	D. Fullem	Update fee/expense charts; e-mail same to R. Wyron and R. Frankel; review response from R. Wyron regarding certain revisions.	0.40
10/12/09	R. Wyron	Review additional entries on September prebill and follow-up e-mail re same.	0.30



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10/13/09	D. Fullem	Review and revise updated September prebill (.4); review and respond to e-mail from R. Wyron regarding same (.2); review and research Omni expenses as posted to confirm accurate breakdown in billing (.3); update R. Wyron and P. Reyes regarding same (.2).	1.10
10/13/09	D. Fullem	Confer with D. Felder regarding status of September billing.	0.10
10/15/09	D. Fullem	Update fee/expense charts with September invoices and other updates thereto; circulate to group.	0.50
10/16/09	D. Fullem	Review and respond to e-mail from D. Spicuzza regarding recent payment for September fee application.	0.20
10/23/09	D. Fullem	Confer with D. Spicuzza regarding status/timing of filing of September fee application.	0.10
10/26/09	D. Fullem	Confer with D. Spicuzza regarding Orrick's September fee application.	0.10
10/27/09	D. Fullem	Review draft of Orrick September fee application; determine business/travel meals for reductions; update same; e-mail to D. Felder for review and comment.	1.00
10/27/09	D. Fullem	Prepare CNO for Orrick's August fee application; coordinate review/signature by D. Felder; e-mail same to C. Hartman to file; coordinate service of same.	0.50
10/27/09	D. Felder	Review September fee application.	0.30
10/28/09	D. Fullem	Review and respond to e-mail from D. Felder regarding question on expense in September fee application.	0.20
10/28/09	D. Felder	Review September fee application.	0.40
10/29/09	D. Fullem	Review and respond to e-mail from D. Spicuzza regarding Orrick September fee application.	0.20
10/30/09	D. Fullem	Review e-mail from B. Ruhlander requesting expense chart for April-June 09 invoices.	0.10
10/30/09	D. Fullem	Review latest fee application filings and calendar objection deadlines.	0.20
10/30/09	D. Fullem	Revise Orrick's September fee application with objection deadline; coordinate filing and serving of same.	0.80
10/30/09	J. Guy	Review September fee application.	0.20
		Total Hours	16.10
		Total For Services	\$6,227.00



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	3.30	590.00	1,947.00
Debra O. Fullem	10.90	255.00	2,779.50
Jonathan P. Guy	0.80	755.00	604.00
Richard H. Wyron	1.10	815.00	896.50
Total All Timekeepers	16.10	\$386.77	\$6,227.00

Disbursements			
Document Reproduction		28.00	
Express Delivery		66.18	
		Total Disbursements	\$94.18
		<b>Total For This Matter</b>	<b>\$6,321.18</b>



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**Matter: 15 - Travel Time (Non-Working)**

10/12/09	P. Mahaley	Travel to Pittsburgh to attend confirmation hearing.	3.00
10/12/09	J. Guy	Travel to Pittsburgh.	1.50
10/12/09	R. Wyron	Travel to Pittsburgh for hearing.	2.20
10/12/09	R. Frankel	Travel to Pittsburgh re confirmation hearing.	2.30
10/14/09	P. Mahaley	Return travel from Pittsburgh to attend Phase II confirmation trial.	3.00
10/14/09	J. Guy	Return travel to DC.	1.50
10/14/09	R. Wyron	Return travel to DC.	1.50
10/14/09	R. Frankel	Travel from Pittsburgh hearing to NY.	3.10
10/26/09	R. Wyron	Travel to Wilmington for Omnibus hearing and return.	2.60
		Total Hours	20.70
		Total For Services	\$8,066.25

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	5.40	472.50	2,551.50
Jonathan P. Guy	3.00	377.50	1,132.50
Peri N. Mahaley	6.00	302.50	1,815.00
Richard H. Wyron	6.30	407.50	2,567.25
<b>Total All Timekeepers</b>	<b>20.70</b>	<b>\$389.67</b>	<b>\$8,066.25</b>

**Total For This Matter** \$8,066.25

**\* \* \* COMBINED TOTALS \* \* \***

Total Hours	641.90
Total Fees, all Matters	\$414,353.25
Total Disbursements, all Matters	\$19,331.24
Total Amount Due	\$433,684.49